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DEC 28 '07 -12 30 PM

SURFACE TRANSPORTATION BOARD

ELIAS C. ALVORD (1942)  
ELLSWORTH C. ALVORD (1964)

OF COUNSEL  
URBAN A. LESTER

December 28, 2007

Mr. Vernon A. Williams  
Secretary  
Surface Transportation Board  
Washington, D.C. 20423

Dear Mr. Williams:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two (2) copies of a Memorandum of Assignment and Assumption Agreement, dated as of December 28, 2007, a secondary document as defined in the Board's Rules for the Recordation of Documents.

The enclosed document relates to the Memorandum of Lease Agreement being filed with the Board under Recordation Number 27320.

The names and addresses of the parties to the enclosed document are:

Assignor: Trinity North America Freight Company  
2525 Stemmons Freeway  
Dallas, Texas 75207

Assignee: TLP Rail Trust I  
by Wilmington Trust Company, not in its  
individual capacity but solely as Trustee  
Rodney Square North  
1100 North Market Street  
Wilmington, DE 19890

Mr. Vernon A. Williams  
December 28, 2007  
Page 2

A description of the railroad equipment covered by the enclosed document  
is:

100 covered hopper cars: TILX 033560 - TILX 033659.

A short summary of the document to appear in the index is:

Memorandum of Assignment and Assumption Agreement.

Also enclosed is a check in the amount of \$35.00 payable to the order of  
the Surface Transportation Board covering the required recordation fee.

Kindly return stamped copies of the enclosed document to the  
undersigned.

Very truly yours,

A handwritten signature in black ink, appearing to read 'R. Alvord', with a long horizontal flourish extending to the right.

Robert W. Alvord

RWA/sem  
Enclosures

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## SURFACE TRANSPORTATION BOARD

## MEMORANDUM OF ASSIGNMENT AND ASSUMPTION AGREEMENT

Memorandum of Assignment and Assumption Agreement made and entered into on December 28, 2007 by and between Trinity North American Freight Car, Inc., a Delaware corporation (as assignee of Trinity Industries Leasing Company) (the "Assignor") and TLP Rail Trust I, a Delaware statutory trust (the "Assignee").

WITNESSETH:

The undersigned have entered into that certain Assignment and Assumption Agreement (the "Assignment"), dated as of December 28, 2007, whereby the Assignor has agreed to assign to the Assignee and the Assignee has agreed to accept assignment from the Assignor of that certain railroad car lease as listed on Exhibit A attached hereto.

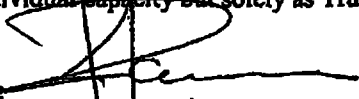
This Memo may be executed by the parties hereto in separate counterparts, each of which when so executed and delivered shall be an original, but all such counterparts shall together constitute the same instrument.

[Memorandum of Assignment and Assumption Agreement]

IN WITNESS WHEREOF, the parties hereto have each caused this memorandum to be duly executed by their respective officers duly authorized as of the date hereof.

**TLP RAIL TRUST I**

By: Wilmington Trust Company, not in its individual capacity but solely as Trustee

By: 

Name: Jose Paredes

Title: Assistant Vice President

**TRINITY NORTH AMERICAN  
FREIGHT CAR, INC.**

By: \_\_\_\_\_

Name:

Title:

Executed on this 20<sup>th</sup> day of December, 2007

Executed on this \_\_\_\_ day of \_\_\_\_\_, 2007

[Memorandum of Assignment and Assumption Agreement]

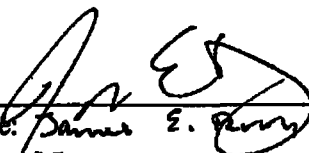
IN WITNESS WHEREOF, the parties hereto have each caused this memorandum to be duly executed by their respective officers duly authorized as of the date hereof.

**TLP RAIL TRUST I**

By: Wilmington Trust Company, not in its individual capacity but solely as Trustee

By: \_\_\_\_\_  
Name: \_\_\_\_\_  
Title: \_\_\_\_\_

**TRINITY NORTH AMERICAN  
FREIGHT CAR, INC.**

By:  \_\_\_\_\_  
Name: James E. Perry  
Title: Treasurer

Executed on this \_\_\_\_ day of \_\_\_\_\_, 2007

Executed on this 28<sup>th</sup> day of December, 2007

[Memorandum of Assignment and Assumption Agreement]

STATE OF DELAWARE )

) SS:

COUNTY OF NEW CASTLE )

On this, the 28<sup>th</sup> day of December 2007, before a Notary Public in and for said County and State, personally appeared Jose Paredes, who being by me duly sworn, says that (s)he is the Assistant Vice President of TLP Rail Trust I, by Wilmington Trust Company, not in its individual capacity but solely as Trustee, that said instrument was signed on December 28, 2007 on behalf of said entity by authority of its management or other governing body, and (s)he acknowledged that the execution of the foregoing instrument was the free act and deed of said entity.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal on the date above mentioned.

  
Name:

Notary Public

My Commission Expires:

Residing in

JACQUELINE SOLONE

Notary Public - State of Delaware

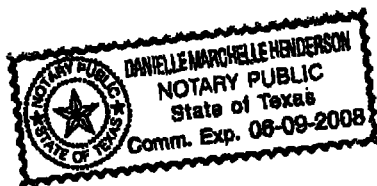
My Comm. Expires March 28, 2011

[Memorandum of Assignment and Assumption Agreement]

STATE OF TEXAS           )  
  ) SS:  
COUNTY OF DALLAS       )

On this, the 28<sup>th</sup> day of December 2007, before a Notary Public in and for said County and State, personally appeared James E Perry, who being by me duly sworn, says that (s)he is the Treasurer of Trinity North American Freight Car, Inc., that said instrument was signed on December 28, 2007 on behalf of said corporation by authority of its Board of Directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal on the date above mentioned.



Danielle Henderson  
Name: Danielle M. Henderson  
Notary Public

My Commission Expires: 6/9/08  
Residing in Cedar Hill TX

**[Memorandum of Assignment and Assumption Agreement]**

**EXHIBIT A**


**One Hundred (100) units identified with marks TILX 33560 - TILX 33659 leased pursuant to Rider Three (3) to that certain Railroad Car Lease Agreement dated August 1, 2006 between Trinity North American Freight Car, Inc. (as assignee of Trinity Industries Leasing Company) and Frac Tech Services, LLC.**



CERTIFICATION

I, Robert W. Alvord, attorney licensed to practice in the State of New York and the District of Columbia, do hereby certify under penalty of perjury that I have compared the attached copy with the original thereof and have found the copy to be complete and identical in all respects to the original document.

Dated: 12/28/07

  
\_\_\_\_\_  
Robert W. Alvord